

BILL NO. R-81-06-14

RESOLUTION NO. R-~~4-81~~ 44-81

A RESOLUTION approving incorporation of  
Baer Field Building Corporation.

WHEREAS, the City Council has heretofore adopted Resolution R-01-81 finding that a need exists for a hangar/service building facility at Baer Field to be constructed by a not-for-profit corporation and leased to the City for its use.

WHEREAS, Baer Field Building Corporation was incorporated as an Indiana not-for-profit corporation to fulfill said need, and certified copies of the Articles of Incorporation and the By-Laws of said corporation of said corporation have been filed with the Clerk and are presented herewith.

WHEREAS, said corporation has heretofore submitted plans and specifications for said facility, advertised for and taken bids for the construction of the same, and entered into a lease with the City for the rental of said facility when completed, and advertised for and sold bonds for the financing thereof in the sum of \$2,550,000.00, all as provided by law, and which plans and specifications and lease have been heretofore approved by this Council:

NOW, THEREFORE, BY IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FORT WAYNE, AS FOLLOWS:

SECTION 1. That it is hereby determined to be proper and in the public interest to approve the incorporation of the corporation known and designated as Baer Field Building Corporation for the purpose of financing, constructing and equipping said hangar/service facility and leasing the same to the City of Fort Wayne.

SECTION 2. That the Articles of Incorporation and By-Laws of Baer Field Building Corporation, presented to and now before this City Council are hereby approved.

SECTION 3. That the providing for the financing, construction and equipping of such hangar/service facility by Baer Field Building Corporation and the leasing of the same to the City of Fort Wayne is in the public interest of the citizens of this City and it is a proper public purpose for which this City Council agrees to cooperate with Baer Field Building Corporation and to assist it in fulfilling the requirements of all agencies of the Federal, State and City Governments.



SECTION 4. That the issuance, sale and delivery by Baer Field Building Corporation of bonds designated "Baer Field Building Corporation First Mortgage Bonds", in the aggregate principal amount of \$2,550,000.00, and the mortgaging and encumbering of said facility for the purpose of financing the construction, acquisition, and equipping thereof, is hereby approved.

SECTION 5. That, upon the redemption or retirement of the bonds to be issued by Baer Field Building Corporation, the City of Fort Wayne will accept from Baer Field Building Corporation title to such hanger/service facility free and clear of any and all liens and encumbrances thereon.


SECTION 6. That the City Council hereby approves the following to act as Directors of Baer Field Building Corporation:

James E. Kelley, Frank Heyman, Mark Akers,  
Rhonda Andrews and Diane Lindley-Hursh.

SECTION 7. That this Resolution shall be effective upon passage and approved by the Mayor.

  
\_\_\_\_\_  
CITY COUNCILMAN

Approved as to form and legality:

  
\_\_\_\_\_  
BRUCE BOXBERGER, CITY ATTORNEY



Read the first time in full and on motion by \_\_\_\_\_, seconded by \_\_\_\_\_, and duly adopted, read the second time by title and referred to the Committee \_\_\_\_\_ (and the City Plan Commission for recommendation) and Public Hearing to be held after due legal notice, at the Council Chambers, City-County Building, Fort Wayne, Indiana, on \_\_\_\_\_, 19\_\_\_\_, the \_\_\_\_\_ day of \_\_\_\_\_, at \_\_\_\_\_ o'clock \_\_\_\_\_ M., E.S.T.

DATE: \_\_\_\_\_

CHARLES W. WESTERMAN  
CITY CLERK

Read the third time in full and on motion by Gia Junta, seconded by Talarico, and duly adopted, placed on its passage. PASSED (~~Read~~) by the following vote:

	AYES	NAYS	ABSTAINED	ABSENT	TO-WIT:
TOTAL VOTES	<u>7</u>	<u>1</u>	_____	<u>1</u>	_____
BURNS	<u>X</u>	_____	_____	_____	_____
EISBART	<u>X</u>	_____	_____	_____	_____
GiaQUINTA	<u>X</u>	_____	_____	_____	_____
NUCKOLS	<u>X</u>	_____	_____	_____	_____
SCHMIDT, D.	<u>X</u>	_____	_____	_____	_____
SCHMIDT, V.	_____	_____	_____	<u>X</u>	_____
SCHOMBURG	<u>X</u>	_____	_____	_____	_____
STIER	<del>X</del>	<u>X</u>	_____	_____	_____
TALARICO	<u>X</u>	_____	_____	_____	_____

DATE: 6-9-81

Charles W. Westerman  
CHARLES W. WESTERMAN - CITY CLERK

Passed and adopted by the Common Council of the City of Fort Wayne, Indiana, as (~~ZONING MAP~~) (~~GENERAL~~) (~~ANNEXATION~~) (~~SPECIAL~~) (~~APPROPRIATION~~) (~~ORDINANCE~~) (~~RESOLUTION~~) No. B-44-81 on the 9th day of June, 19 81.

ATTEST:

(SEAL)

Charles W. Westerman  
CHARLES W. WESTERMAN - CITY CLERK

John Nuckols  
PRESIDING OFFICER

Presented by me to the Mayor of the City of Fort Wayne, Indiana, on the 10th day of June, 19 81, at the hour of 11:30 o'clock A. M., E.S.T.

Charles W. Westerman  
CHARLES W. WESTERMAN - CITY CLERK

Approved and signed by me this 11th day of June 19 81, at the hour of 1 o'clock P M., E.S.T.

Winfield C. Moses, Jr.  
WINFIELD C. MOSES, JR.  
MAYOR



CERTIFICATION

The undersigned, duly elected Secretary of Baer Field Building Corporation herewith certifies that the attached are true and correct copies of the Articles of Incorporation and By-Laws of Baer Field Building Corporation, an Indiana not-for-profit corporation, incorporated January 12, 1981.

Dated this 5th day of June, 1981.

Diane Lindley-Hursh  
DIANE LINDLEY-HURSH (Secretary)



CERTIFICATE RE: OPEN MEETINGS OF

FORT WAYNE CITY COUNCIL

All actions taken by the City Council of Fort Wayne concerning the lease of a 2-bay hangar and service building to be constructed by Baer Field Building Corporation and leased to the City of Fort Wayne pursuant to lease agreement dated March 30, 1981, and recorded as Document #81-011038 in the office of the Allen County Recorder and as specifically set forth in the following proceedings adopted by the Council:

Resolution ..... #01-81  
Resolution ..... #24-81  
Special Ordinance ..... #83-81  
Resolution ..... #44-81,

were taken at meetings open to the public which complied in all respects with Indiana Code 5-14-1.5.

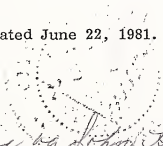
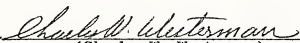
No such actions were taken by secret ballot or by reference to agenda number or item only.

All such actions were taken at regular meetings of the Council held on the 2nd and 4th Tuesday of each month and at regular Committee meetings of the Council held on the 1st and 3rd Tuesday of each month.

All media of Fort Wayne were notified annually of all such regularly scheduled meetings and monthly a calendar of all such meetings is published and distributed to the media.

All meetings of the Council were held in Room #128 and in the City Council Chambers of the City-County Building in the City of Fort Wayne, Indiana.

Dated June 22, 1981.

  
  
(Charles W. Westerman)  
Clerk of the City of Fort Wayne.

*Prepared by John Hoffman*



ARTICLES OF INCORPORATION

OF

BAER FIELD BUILDING CORPORATION

The undersigned incorporators desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended, execute the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Baer Field Building Corporation.

ARTICLE II

Purposes and Powers

Section 1. General Purpose. The Corporation is organized solely for the purpose of acquiring, owning and holding in fee simple the land upon which two bay hangers and a service building are to be erected, removing any structures then existing thereon, erecting thereon a suitable hanger and a service building, including the necessary equipment and appurtenances thereof, leasing the same to the City of Fort Wayne, Indiana, collecting the rentals therefor and applying the proceeds thereof in a manner consistent with Indiana Public Law No. 72 of the Acts of 1974 (Indiana Code of 1971), Chapter 18-5-3.3), entirely without profit to the Corporation, its officers, directors, subscribers and members, other than the return of capital actually invested.

Section 2. Non-Profit Purposes.

(a) The Corporation is organized exclusively for the promotion of social welfare and is a not-for-profit corporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II.



(b) The Corporation shall not engage in carrying on propaganda, or otherwise attempt, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not be operated as a social club for benefit, pleasure, or recreation of its members.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities nor exercise any power or authority in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 3. Powers. Subject to any limitation or restriction imposed by the Indiana Not-For-Profit Corporation Act of 1971, as amended, Indiana Public Law No. 72 of the Acts of 1974 (Indiana Code, Chapter 18-5-3.3), and any other law, state or federal, and any other provisions of these Articles of Incorporation, the Corporation shall have the power, in furtherance of the purposes hereinabove set forth:

(a) To issue and sell its bonds and other securities and to secure the same by a pledge or mortgage or its assets and the income therefrom;

(b) To do everything necessary, advisable or convenient for the accomplishment of any of those purposes, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto which are not forbidden by law;

(c) To carry out those purposes in any state, territory, district or possession of the United States, or any foreign country, to the extent that these purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country; and

(d) To have, exercise and enjoy all the general rights, privileges and powers granted to corporations by the Indiana Not-For-Profit Corporation Act of 1971, as now or hereafter amended, and by the common law.

### ARTICLE III

#### Period of Existence

This Corporation shall have perpetual existence.



## ARTICLE IV

### Principal Office and Resident Agent

The post office address of the principal office of the Corporation is Law Department, Room 480, City-County Building, Fort Wayne, Indiana, 46802, and the name and post office address of its Resident Agent in charge of such office is Diane Lindley, Law Department, Room 480, City-County Building, Fort Wayne, Indiana, 46802.

## ARTICLE V

### Membership

Section 1. Classes. There shall be one (1) class of membership in the Corporation. The Board of Directors, as constituted from time to time, shall be the Members of the Corporation, but the Board of Directors shall have the right to provide for additional Members upon such terms and in accordance with such rules and regulations for qualifications, admissions, and continuance as it may from time to time prescribe.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes. Members shall have the same rights, preferences, limitations, and restrictions provided in the By-Laws, except that each Member by his or her application for or acceptance of membership in the Corporation waives all of his or her rights as a Member under the Indiana Not-For-Profit Corporation Act of 1971, as amended, or any other law, (a) to object to, disapprove or vote in respect to the sale or lease or any option to sell or lease any of the property and assets of the Corporation to the City of Fort Wayne, Indiana, and (b) to assert any right as a dissenting Member as a result of such sale or lease to any option to so sell or lease. Each Member shall be deemed to have authorized and approved such sale, lease, or option to sell or lease by virtue of his or her application for or acceptance of membership in the Corporation.

Section 3. Voting Rights of Classes. Members shall possess the voting rights of the Corporation and each Member as such shall have one vote; except that each Member shall be deemed by virtue of his or her application for or acceptance of membership to have waived any rights as a Member under the Indiana Not-For-Profit Corporation Act of 1971, as amended, or any other law, to vote in respect to the sale or lease or any option to sell or lease any of the property and assets of the Corporation to the City of Fort Wayne, Indiana.

## ARTICLE VI

### Directors

Section 1. Number of Directors. The initial Board of Directors is composed of five (5) members. Provided, however, that the exact number of Directors shall be prescribed from time to time in the By-Laws of the Corporation and provided further that under no circumstances shall the minimum number of Directors be less than three (3).



Section 2. Names and Post Office Addresses of the Directors.  
The names and post office addresses of the initial Board of Directors are:

<u>NAME</u>	<u>NUMBER AND STREET OR BUILDING</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
James E. Kelley	1819 South Calhoun	Fort Wayne	IN	46804
Frank Heyman	One Main Street	Fort Wayne	IN	46802
Mark Akers	One Main Street	Fort Wayne	IN	46802
Rhonda Andrews	One Main Street	Fort Wayne	IN	46802
Diane B. Lindley	One Main Street	Fort Wayne	IN	46802

ARTICLE VII

Amendment of Articles of Incorporation

The affirmative vote of at least a majority of all the members of the Board of Directors, voting as Members of the Corporation, shall be required to adopt any amendment to these Articles of Incorporation. In addition, the affirmative vote of at least a majority of each class of Members, voting as a class, shall be required to adopt any amendment to these Articles of Incorporation if the amendment would:

(a) Authorize the Board of Directors to fix or alter by resolution the classes of Members or the relative rights, preferences, qualifications, limitations or restrictions of any class or classes, or would revoke such authority of the Board of Directors;

(b) Change the designations, preferences, limitations or relative rights of the Members of such class, or

(c) Create a new class of Members having rights and preferences prior and superior to the Members of that class, or increase the rights and preferences of any class having them prior to or superior to the Members of the class.

Amendments shall be proposed and adopted pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended.



## ARTICLE VIII

### Provision for Regulation of Business And Conduct of Affairs of Corporation

Section 1. Powers of Board of Directors. Subject to any limitations or restrictions imposed by Indiana Public Law 72 of the Acts of 1974 (Indiana Code of 1971, Chapter 18-5-3.3), the Indiana Not-For-Profit Corporation Act of 1971, as amended, any other law, or these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes for which the Corporation is organized as stated in Sections 1 and 2 of Article I hereof, the powers of the Corporation, without previous authorization or subsequent approval by the shareholders of the Corporation, including without limiting the generality of the foregoing, the powers (a) to acquire, own, and hold in fee simple land suitable for two bay hangers and a service building to be leased to the City of Fort Wayne, Indiana, (b) to incur the preliminary expenses of and to contract for the removal of any structures then existing thereon and for the construction and equipment and appurtenances of two bay hangers and a service building thereon, (c) to execute a lease contract or contracts granting the use of such hangers and office building to the City of Fort Wayne, Indiana, for a term of years, with options to renew such lease and to purchase such property, (d) to issue mortgage bonds or other securities evidencing the indebtedness of the Corporation for the purpose of providing funds for the acquisition of such building site and the construction and equipment and appurtenances of such hangers and service building, (e) and to take any and all other action and proceedings necessary to carry out the purpose of the Corporation. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the foregoing provisions.

Section 2. Indemnification. Directors, members and officers of the Corporation shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to the Corporation or to another organization at the Corporation's request. Persons who are not directors, members or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors. The provisions of this Section shall be applicable to actions or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, and to persons who have ceased to be directors, members, officers agents, and employees and shall inure to the benefit of their heirs, executors and administrators.



Section 3. By-Laws. The Directors of the Corporation shall have the power to adopt and amend the By-Laws of the Corporation, which may contain any provision, consistent with these Articles of Incorporation, the laws of this state, and the provisions of Section 501(c)(4) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, for the regulation and conduct of the affairs of the Corporation.

Section 4. Contents of Lease. Any lease by the Corporation of its property and assets to the City of Fort Wayne, Indiana, shall contain an option to the lessee to renew the lease and purchase such leased property and assets in accordance with the terms of Indiana Public Law No. 72 of the Acts of 1974 (Indiana Code of 1971, Chapter 18-5-3.3).

Section 5. Place of Meetings. Meetings of the members and of the Board of Directors shall be held at such place as shall be specified in the calls, notices or waivers of notice thereof given in accordance with the By-Laws of the Corporation.

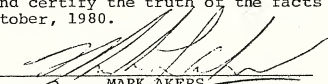
#### ARTICLE IX

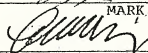
A statement of the property and estimate of the value thereon to be taken over by this corporation at or upon its incorporation are as follows:

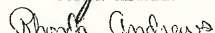
Land, two bay hangers and service building approximate value \$ 2.5 million.

The undersigned, do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern that a membership list or lists of the above-named Corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the laws and that at least three (3) persons have signed such membership list.

IN WITNESS WHEREOF, we, the undersigned, do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 8th day of October, 1980.

  
\_\_\_\_\_  
MARK AKERS

  
\_\_\_\_\_  
FRANK HEYMAN

  
\_\_\_\_\_  
RHONDA ANDREWS

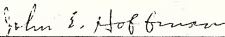
  
\_\_\_\_\_  
DIANE B. LINDLEY



STATE OF INDIANA     )  
                              )     SS:  
COUNTY OF ALLEN     )

Before me, John E. Hoffman, a Notary Public in and for said County and State, personally appeared the above incorporators and severally acknowledged the execution of the foregoing Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and notarial seal this 8th day of October, 1980.

  
\_\_\_\_\_  
JOHN E. HOFFMAN  
A Notary Public of Allen County,  
Indiana.

My Commission Expires:

December 12, 1981

This instrument prepared by  
John E. Hoffman, Attorney



BY-LAWS  
OF  
BAER FIELD BUILDING CORPORATION

ARTICLE I  
Certificates of Membership

Section 1. Certificates. As provided by law, each Member of the Corporation shall receive a certificate from the Corporation signed by the president or vice-president, and attested by the secretary or an assistant secretary, certifying that he or she is a Member of the Corporation and such other information as may be required by law. The form of such Membership Certificate shall be prescribed by the Board of Directors.

Section 2. Lost or Destroyed Certificates. If a certificate of any Member is lost or destroyed, a new certificate may be issued to replace such lost or destroyed certificate.

Section 3. Recognition of Members. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the Member to vote as such Member notwithstanding any equitable or other claim to, or interest in such Membership on the part of any other person.

ARTICLE II  
Meetings of Members

Section 1. Annual Meetings. The annual meeting of the Members of the Corporation shall be held on the second Wednesday in October



of each year, at 8:00 o'clock P.M., Eastern Standard Time, or on such other date as may be designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called by the president, by the Board of Directors, or by Members who hold not less than one-fourth of all the outstanding Memberships which may be voted on the business proposed to be transacted thereat.

Section 3. Notice of Meetings. Written notice stating the place, day, hour and purpose(s) of any meeting of Members shall be delivered or mailed by the secretary of the Corporation to each Member of record entitled to vote at such meeting, at such address as appears upon the records of the Corporation, at least ten (10) days before the date of such meeting, on being notified of the place, day, hour and purpose(s) thereof by the officers or persons calling the meeting.

Section 4. Waiver of Notice. Notice of any meeting may be waived in writing by any Member if the waiver sets forth in reasonable detail the time, place and purpose(s) of the meeting. Attendance at any meeting in person, or by proxy when the instrument of proxy sets forth in reasonable detail the purposes of such meeting, shall constitute a waiver of notice of such meeting.

Section 5. Voting Rights. Each Member in the Corporation shall have the voting rights specified in the Articles of Incorporation of the Corporation.

Section 6. Voting by Proxy. A Member entitled to vote at any meeting of Members may vote either in person or by proxy executed in writing by the Member or a duly authorized attorney-in-fact of such Member. (For purposes of this section, a proxy granted by telegram by a Member shall be deemed "executed in writing by the



Member.") No proxy shall be voted at any meeting of Members unless the same shall be filed with the secretary of the meeting at the commencement thereof. The general proxy of a fiduciary shall be given the same effect as the general proxy of any other Member.

Section 7. Voting Lists. The secretary shall make, at least five (5) days before each meeting of Members at which one or more directors are to be elected, a complete list of the Members entitled to vote at such election, arranged in alphabetical order, with the address of each, which list shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any Member at any time during usual business hours for a period of five (5) days immediately prior to such meeting. The list shall also be produced and kept open at the time and place of election and shall be subject to inspection by any Member during the whole time of the meeting.

Section 8. Quorum. At any meeting of Members, a majority of the Members who may vote on any business to be transacted at such meeting, represented thereat in person or by proxy, shall constitute a quorum, and a majority vote of such quorum shall be necessary for the transaction of any business by the meeting, unless a greater number is required by law, the Articles of Incorporation or these By-Laws.

Section 9. Conduct of Meetings. Members meetings, including the order of business, shall be conducted in accordance with Roberts' Rules of Order, Revised, except insofar as the Articles of Incorporation, these By-Laws, or any rule adopted by the Board



of Directors or Members may otherwise provide. The Members may, by unanimous consent, waive the requirement of this section; but such waiver shall not preclude any Member from invoking the requirements of this section at any subsequent meeting.

Section 10. Action by Consent. Any action required to be taken at a meeting of Members, or any action which may be taken at a meeting of Members, may be taken without a meeting but with the same effect as a unanimous vote at a meeting, if, prior to such action, a consent in writing, setting forth the action so taken, is signed by all Members entitled to vote with respect thereto, and such consent is filed with the minutes of the Members proceedings.

### ARTICLE III

#### Board of Directors

Section 1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by a Board of Directors, who need not be Members of the Corporation.

Section 2. Number and Terms of Office. There shall be initially five (5) Directors of the Corporation who shall be elected at each annual meeting of the Members to serve for a term of one (1) year and until their successors shall be chosen and qualified, or until removal, resignation or death. If the annual meeting of the Members is not held at the time designated in these By-Laws, the Directors then in office shall hold over until their successors are chosen and qualified.

Section 3. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, incapacity or increase in the number



of Directors may be filled by a majority vote of all the remaining members of the Board of Directors. Members shall be notified of any increase in the number of Directors and the name, address, principal occupation and other pertinent information about any Director elected by the Board to fill any vacancy, in the next mailing sent to the Members following any such increase or election. Vacancies on the Board of Directors occasioned by removal of a Director shall be filled by a vote of the Members entitled to vote thereon at an annual or special meeting thereof. A Director elected to fill a vacancy shall hold office until the next annual or special meeting of Members and until his successor shall be elected and qualified.

Section 4. Annual Meetings. Unless otherwise agreed upon, the Board of Directors shall meet immediately following the annual meeting of the Members, at the place where such meeting of Members was held, for the purpose of election of officers of the Corporation and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting.

Section 5. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the president or of any two (2) members of the Board and upon twenty-four (24) hours' notice specifying the time, place and purpose(s) of the meeting, given to each Director either personally or by mail, telegram or telephone. Notice of a special meeting may be waived in writing or by telegram, and attendance at any special



meeting shall constitute waiver of notice of such meeting.

Section 6. Quorum. A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or these By-Laws.

Section 7. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board and such consent is filed with the minutes of proceedings of the Board.

#### ARTICLE IV

##### Offices

Section 1. Offices and Qualifications Therefor. The officers of the Corporation shall consist of a president, one (1) or more vice presidents, a secretary, a treasurer and such assistant officers as the Board of Directors shall designate. The president shall be chosen from among the Directors. Any two (2) or more offices may be held by the same person, except the duties of the president and the secretary shall not be performed by the same person.

Section 2. Terms of Office. Each officer of the Corporation shall be elected annually by the Board of Directors at its annual



meeting and shall hold office for a term of one (1) year and until his successor shall be duly elected and qualified.

Section 3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors at any meeting thereof, and any officer so elected shall hold office until the next annual meeting of the Board of Directors and until his successor is duly elected and qualified.

Section 4. Removal. Any officer of the Corporation may be removed, with or without cause, by the Board of Directors whenever a majority of such Board shall vote in favor of such removal.



DIGEST OF BILL

R-81-06-14

TITLE OF RESOLUTION:

Resolution approving incorporation of Baer Field  
Building Corporation and sale of its bonds.

DEPARTMENT REQUESTING  
ORDINANCE:

Board of Aviation

SYNOPSIS OF RESOLUTION:

Resolution to approve articles, by-laws and directors  
of Baer Field Building Corporation and sale of its  
bonds in the sum of \$2,550,000.00 to build  
hangar/service building for rent to the city.

EFFECT OF PASSAGE:

Construction of hangar/service building and facility  
at Baer Field for rent to the city, and sublease by  
the city to Air Wisconsin

EFFECT OF NON-PASSAGE:

Non-construction of facilities

MONEY INVOLVED (DIRECT  
COSTS, EXPENDITURES,  
SAVINGS:

City's share \$125,000.00 for public taxi-way payable  
over 20 years

ASSIGNED TO COMMITTEE: